

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

DEFENDANTS' MOTION TO DISMISS THE AMENDED COMPLAINT

Pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure, defendants hereby move to dismiss plaintiffs' amended complaint in its entirety for failure to state a claim upon which relief can be granted.

The basis for this motion is set forth in the accompanying Opening Brief, and supported by the Affidavit of Richard C. Pepperman, II and the exhibits thereto.

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January 9, 2006

CERTIFICATE OF SERVICE

I, Richard H. Morse, hereby certify that on January 9, 2006, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of Court using CM/ECF which will send notification that such filing is available for viewing and downloading to the following counsel of record:

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I further certify that on January 9, 2006, I also caused copies of the foregoing document to be served by hand on the above-listed counsel.

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